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**Governance Committee**

**Meeting of November 16, 2020**

**Call to Order and Roll Call**

The meeting convened at 11:03 a.m.

**Board Members Present at Roll Call:** Claire Parde (Chair), Bryan O’Donovan, Gertrude O’Sullivan, and Helen Evans

**Excused:** Ann Battaglia

**Staff Member:** Sara Wall Bollinger

1. **Update**

Claire reported that she followed up with Susan Weinrich of NYCON immediately after the October meeting and again more recently. In her communications, she reiterated the topics the Committee had previously identified as learning priorities, and provided a number of supporting documents.

1. **Approval of Minutes**

The minutes for the meeting of 10/19/20 were approved without amendment.

1. **Board Member Orientation**

An orientation meeting occurred on November 2nd with new Board Members and their Board Mentors. Key elements included detailed introductions, a focus on the function of the board, including its robust committee structure and the culture of active service on the board, and the board portal. It was thought to be valuable for the participants and is something that should be repeated each year.

***Action*:**  Sara will add conducting a New Board Member Orientation Meeting in the first three months of a new board member’s term to the Standard Operating Procedures for the Governance Committee

***Action*:** The Governance Committee will consider convening another meeting of the new board members and their mentors in the spring

1. **Annual Conflict of Interest Training**

Most board members completed the training and submitted attestations.

***Action:*** Claire will reach out to any who have not yet sent their attestation.

1. **Review of Disclosures of Interests Forms**

Most members completed and submitted the Disclosure of Financial Interests Forms, though upon review by the Committee, it was determined that many require modification. The following table summarizes the determinations that were made when possible.

|  |  |  |  |
| --- | --- | --- | --- |
| **Board Member Name** | **Independent** | **Potential for Conflict** | **Revision Needed** |
| Ann Morse Abdella | Yes | None disclosed | No |
| Ann Battaglia | No | Appropriation | No |
| Barry Brogan | No | Appropriation | Yes |
| Alison Coates | Yes | None disclosed | No |
| Charlotte Crawford | No | Appropriation | Yes |
| Anthony D’Agostino | Yes | None disclosed | No |
| Scott Emery | Form not submitted | | |
| Helen Evans | No | Appropriation | Yes |
| Richard Kazel | Form not submitted | | |
| Nancy McGraw | No | Appropriation | Yes |
| Bryan O’Donovan | No | Appropriation | Yes |
| Gertrude O’Sullivan | Yes | Transaction | No |
| Claire Parde | No | Appropriation | No |
| Paul Pettit | Yes | None disclosed | No |
| Michael Pease | Yes | None disclosed | No |
| Mandy Qualls | No | HWNY | Yes |
| Victoria Reid | No | Appropriation | Yes |
| Carrie Roseamelia | No | HWNY | Yes |
| Jack Salo | Form not submitted | | |
| Mary Zelazny | Yes | None disclosed | No |

***Action:*** Claire will contact those members who have not yet completed/submitted their forms with a request to do so. She will also contact the many members who must update their forms.

**Adjournment:** The meeting adjourned at 11:50 a.m.

**Next Meeting:** December 21st at 11 a.m.

Tentative Agenda Item: Review Remaining Disclosure Forms